

**THIS OMNIBUS OBJECTION SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM AS GENERAL UNSECURED CLAIMS. PARTIES RECEIVING THIS NOTICE OF THE DEBTORS' FIFTH OMNIBUS OBJECTION TO CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO DETERMINE IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS OBJECTION, AND/OR THE EXHIBIT ATTACHED THERETO, TO DETERMINE WHETHER THIS OMNIBUS OBJECTION AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	:	<b>Case No. 18-23538 (RDD)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>(Jointly Administered)</b>
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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF HEARING ON DEBTORS' FIFTH OMNIBUS OBJECTION TO  
PROOFS OF CLAIM (RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

**PLEASE TAKE NOTICE** that, on August 29, 2019, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Debtors’ Fifth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)* (the “**Objection**”) with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that the Objection requests that the Bankruptcy Court reclassify in its entirety one or more proofs of claim listed on **Exhibit A** annexed to this Notice (the “**Proofs of Claim**” or “**Claims**”), on the ground(s) that such Claim(s) does not satisfy the requirements for administrative expense priority under section 503(b)(9) of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that the *Court-Ordered Claims Hearing Procedures* (the “**Claims Hearing Procedures**”), annexed to this Notice as **Exhibit B**, shall apply and govern the Objection. The Claims Hearing Procedures provide for certain mandatory actions by claimants (each, a “**Claimant**” and collectively, the “**Claimants**”) within certain time periods. Therefore, please review the Claims Hearing Procedures carefully. Failure to comply with the Claims Hearing Procedures may result in the reclassification of a Proof of Claim without further notice to the applicable Claimant(s).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant does NOT oppose the reclassification of its applicable Claim(s), then Claimant does NOT need to file a written response (the “**Response**”) to the Objection and Claimant does NOT need to appear at the Hearing (as defined herein).

**PLEASE TAKE FURTHER NOTICE** that, if Claimant DOES oppose the reclassification of its applicable Claim(s), then Claimant MUST file with the Bankruptcy Court and serve on the parties listed below a Response to the Objection, so as to be filed and received by no later than **September 19, 2019, at 4:00 p.m. (Prevailing Eastern Time)** (the “**Response Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that Response(s) to the Objection, if any, must contain, at a minimum, the following: (i) a caption setting forth the name of the Bankruptcy Court, the names of the Debtors, the case number and the title of the Objection to which the Response is directed; (ii) the name of the Claimant and description of the basis for the amount of the Claim; (iii) a concise statement setting forth the reasons why the Claim should not be reclassified for the reasons set forth in the Objection, including, but not limited to, the specific factual and legal bases upon which Claimant will rely in opposing the Objection; (iv) all documentation or other evidence of the Claim, to the extent not included with the Proof of Claim previously filed with the Bankruptcy Court, upon which Claimant will rely in opposing the Objection; (v) the address(es) to which the Debtors must return any reply to Claimant’s Response, if different from that presented in the applicable Proof of Claim; and (vi) the name, address, and telephone number of the person (which may be Claimant or Claimant’s designated legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Claim on Claimant’s behalf.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court will consider a Response only if the Response is timely filed, served, and received. A Response will be deemed timely filed, served, and received only if the original Response is actually received on or before the Response Deadline by (i) the chambers of the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601; (ii) Weil, Gotshal,

& Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.), attorneys for the Debtors; and (iii) Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.), attorneys for the Official Committee of Unsecured Creditors appointed in these cases.

**PLEASE TAKE FURTHER NOTICE** that, except as otherwise permitted under the Claims Hearing Procedures, a hearing to consider the Objection will be held before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601, on **October 23, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the “**Hearing**”). If Claimant files a Response to the Objection, Claimant should plan to appear at the Hearing. The Debtors, however, reserve the right to continue the Hearing on the Objection with respect to the Claim(s) that are the subject of such Response.

**PLEASE TAKE FURTHER NOTICE** that, if the Bankruptcy Court does NOT reclassify the Claims listed on **Exhibit A**, the Debtors retain the right to object on other grounds to the Claim(s) (or to any other Claim(s) Claimant may have filed) at a later date. Claimant will receive a separate notice of any such objection(s).

**PLEASE TAKE FURTHER NOTICE** that Claimant may participate in the Hearing telephonically, provided Claimant complies with the Bankruptcy Court’s instructions (including, without limitation, providing prior written notice to counsel for the Debtors and any statutory committee), which can be found on the Bankruptcy Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov).

**PLEASE TAKE FURTHER NOTICE** that, if any Claimant wishes to view the complete Objection, such Claimant can do so for free at <https://restructuring.primeclerk.com/sears>. **Claimants should not contact the Clerk of the Bankruptcy Court to discuss the merits of their Claims(s).**

Dated: August 29, 2019  
New York, New York

*/s/ Garrett A. Fail*

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*and Debtors in Possession*

**Exhibit A**

**Schedule of Claims to be Reclassified as General Unsecured Claims**

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	6 SIGMA CONSTRUCTION	9318	Sears Holdings Corporation	\$12,114.06	\$12,114.06	The Claim does not relate to the receipt of "goods".
2.	6 Sigma Construction, LLC	9347	Sears Holdings Corporation	\$3,808.99	\$3,808.99	The Claim does not relate to the receipt of "goods".
3.	6 Sigma Construction, LLC	9363	Sears Holdings Corporation	\$5,976.67	\$5,976.67	The Claim does not relate to the receipt of "goods".
4.	6 Sigma Construction, LLC	9420	Sears Holdings Corporation	\$4,802.25	\$4,802.25	The Claim does not relate to the receipt of "goods".
5.	6 Sigma Construction, LLC	9519	Sears Holdings Corporation	\$6,655.88	\$6,655.88	The Claim does not relate to the receipt of "goods".
6.	6 Sigma Construction, LLC	9524	Sears Holdings Corporation	\$44,774.10	\$44,774.10	The Claim does not relate to the receipt of "goods".
7.	6 Sigma Construction, LLC	9641	Sears Holdings Corporation	\$13,023.69	\$13,023.69	The Claim does not relate to the receipt of "goods".
8.	6 Sigma Construction, LLC	9645	Sears Holdings Corporation	\$4,418.25	\$4,418.25	The Claim does not relate to the receipt of "goods".
9.	6 Sigma Construction, LLC	9647	Sears Holdings Corporation	\$8,566.71	\$8,566.71	The Claim does not relate to the receipt of "goods".
10.	6 Sigma Construction, LLC	9663	Sears Holdings Corporation	\$4,615.97	\$4,615.97	The Claim does not relate to the receipt of "goods".
11.	6 Sigma Construction, LLC	9664	Sears Holdings Corporation	\$3,598.20	\$3,598.20	The Claim does not relate to the receipt of "goods".
12.	6 Sigma Construction, LLC	9665	Sears Holdings Corporation	\$6,506.70	\$6,506.70	The Claim does not relate to the receipt of "goods".
13.	6 Sigma Construction, LLC	9666	Sears Holdings Corporation	\$7,467.31	\$7,467.31	The Claim does not relate to the receipt of "goods".
14.	6 Sigma Construction, LLC	9676	Sears Holdings Corporation	\$128,396.08	\$128,396.08	The Claim does not relate to the receipt of "goods".
15.	AAON, Inc.	4567	Sears Holdings Corporation	\$194,966.00	\$194,966.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
16.	Adams, Patricia	9124	Sears Holdings Corporation	\$4,500.00	\$4,500.00	The Claim does not relate to the receipt of "goods".
17.	AHS Staffing, LLC (formerly PharmStat, LLC)	1227	Sears Holdings Management Corporation	\$5,621.16	\$5,621.16	The Claim does not relate to the receipt of "goods".
18.	Aikins, Scott Richard	7099	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
19.	ALEXANDER, FELICIA	10570	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
20.	AWADA, ABESS	12930	Sears Holdings Corporation	\$5,500.00	\$5,500.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
21.	Barnes, Horace	6795	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
22.	Barnes, Horace	8062	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
23.	Basic Research	5741	Sears Holdings Corporation	\$10,404.00	\$10,404.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
24.	Bauer, Joseph	7736	Sears, Roebuck and Co.	\$1,112.00	\$1,112.00	The Claim does not relate to the receipt of "goods".
25.	Benitez Hermanos, Inc.	1688	Sears Holdings Corporation	\$625,555.18	\$625,555.18	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
26.	BIRD, ARTHUR & DORIS	16819	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
27.	Calamp Wireless Networks Corporation	7876	Sears, Roebuck and Co.	\$148,476.19	\$148,476.19	The Claim does not relate to the receipt of "goods".
28.	CARILUS, PIERRE	10913	Sears Protection Company (Florida), L.L.C.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
29.	CARLSON PET PRODUCTS	8914	Sears Holdings Corporation	\$610.00	\$610.00	The Claim does not relate to goods received "by the Debtors".
30.	Cintas Corporation	6220	Sears Holdings Corporation	\$4,630.92	\$4,630.92	The Claim does not relate to the receipt of "goods".
31.	City of Allen, TX - Utility Dept	9882	Sears Holdings Corporation	\$451.06	\$451.06	The Claim does not relate to the receipt of "goods".
32.	City of Orange	9253	Sears Holdings Corporation	\$1,951.31	\$1,951.31	The Claim does not relate to the receipt of "goods".
33.	City of Statesville	7109	Sears Holdings Corporation	\$14,983.17	\$14,983.17	The Claim does not relate to the receipt of "goods".
34.	Commercial Solutions, Inc., dba Uncle Sam's Glass & Door	5106	Sears Holdings Corporation	\$73,089.09	\$73,089.09	The Claim does not relate to the receipt of "goods".
35.	Coorun Limited	12433	Sears Holdings Corporation	\$13,087.83	\$13,087.83	The Claim does not relate to goods received "by the Debtors".
36.	CORDELL, DALE	14952	Sears Holdings Corporation	\$12,065.25	\$12,065.25	The Claim does not relate to the receipt of "goods".
37.	Crawford, Coy	12341	Sears, Roebuck and Co.	\$2,000.00	\$2,000.00	The Claim does not relate to the receipt of "goods".
38.	DAVCO MECHANICAL SERVICES LLC	8028	Sears, Roebuck and Co.	\$9,209.16	\$9,209.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
39.	Delta Packaging, Inc.	8564	Sears Holdings Corporation	\$10,088.88	\$10,088.88	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
40.	Delta Packaging, Inc.	8658	Innovel Solutions, Inc.	\$1,485.16	\$1,485.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
41.	DEWITT & FLO HOLLINGSWORTH	16246	Sears Holdings Corporation	\$2,700.00	\$2,700.00	The Claim does not relate to the receipt of "goods".
42.	EULER HERMES N.A as Agent for KSH BRAND LLC	10466	Kmart Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
43.	EULER HERMES N.A. as Agent for KSH BRAND LLC	10521	Kmart Holding Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
44.	FH Group	1475	Sears, Roebuck and Co.	\$2,607.68	\$2,607.68	The Claim does not relate to goods received "by the Debtors".
45.	Foster, Paula & Kenneth	12037	Sears Holdings Corporation	\$7,519.00	\$7,519.00	The Claim does not relate to the receipt of "goods".
46.	Fox, Viola	6273	Sears Holdings Corporation	\$105.47	\$105.47	The Claim does not relate to the receipt of "goods".
47.	Gazda, Carol	16764	Sears Home Improvement Products, Inc.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
48.	Goode, Diahann A	14736	Sears Home Improvement Products, Inc.	\$7,213.26	\$7,213.26	The Claim does not relate to the receipt of "goods".
49.	Goplus Corp	1795	Sears Holdings Corporation	\$656,431.40	\$656,431.40	The Claim does not relate to goods received "by the Debtors".
50.	Graddy, Harold & Mary	12758	Sears Holdings Corporation	\$200.00	\$200.00	The Claim does not relate to the receipt of "goods".
51.	Grogg, Norma	12555	Sears Brands, L.L.C.	\$709.65	\$709.65	The Claim does not relate to the receipt of "goods".
52.	Hastings Utilities NE	10212	Kmart Corporation	\$2,089.80	\$2,089.80	The Claim does not relate to the receipt of "goods".
53.	HENDERSON, CAROL ANN	18306	Sears Home Improvement Products, Inc.	\$16,186.00	\$16,186.00	The Claim does not relate to the receipt of "goods".
54.	Hetmeyer, Elijah	11365	Sears Holdings Corporation	\$1,451.82	\$1,451.82	The Claim does not relate to the receipt of "goods".
55.	Hunt & Sons	7955	California Builder Appliances, Inc.	\$9,568.76	\$9,568.76	The Claim does not relate to the receipt of "goods".
56.	HUNTER, LYNN	11728	Kmart Holding Corporation	\$358.00	\$358.00	The Claim does not relate to the receipt of "goods".
57.	Industrias De Moveis Rotta Ltda	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$108,315.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
58.	Ingenico Inc.	18689	Sears Holdings Management Corporation	\$9,742.50	\$9,742.50	The Claim does not relate to the receipt of "goods".
59.	Inna Maze	15903	Sears Holdings Corporation	\$1,232.00	\$1,232.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
60.	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$201,153.81	The Claim does not relate to the receipt of "goods".
61.	Jabtec, LLC	5200	Sears Holdings Corporation	\$8,302.50	\$8,302.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
62.	JET COLLECTION CORP.	462	Sears Holdings Corporation	\$592,276.78	\$592,276.78	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
63.	Joiner, Candis	6984	Sears Holdings Corporation	\$15.00	\$15.00	The Claim does not relate to the receipt of "goods".
64.	JS-Fantasy, Inc.	876	Sears Holdings Corporation	\$251,585.91	\$251,585.91	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
65.	Juan, Angeles	13155	Sears, Roebuck and Co.	\$800.00	\$800.00	The Claim does not relate to the receipt of "goods".
66.	KC Tool, LLC	2962	Sears Holdings Corporation	\$864.48	\$864.48	The Claim does not relate to goods received "by the Debtors".
67.	Kingswell, Inc.	10816	Sears Holdings Corporation	\$1,208.40	\$1,208.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
68.	KTM Ventures LLC dba USAetail	2968	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
69.	KTM Ventures LLC dba USAetail	10568	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
70.	Kulzer Limited	12432	Sears Holdings Corporation	\$47,512.95	\$47,512.95	The Claim does not relate to goods received "by the Debtors".
71.	L&K PARTNERS INC.	14034	Sears Holdings Management Corporation	\$104,697.78	\$104,697.78	The Claim does not relate to the receipt of "goods".
72.	La Ornamental & Rack Corp	11137	Sears Holdings Management Corporation	\$2,966.67	\$2,966.67	The Claim does not relate to goods received "by the Debtors".
73.	LDC ENTERPRISE INC. LTD.	12819	Sears Holdings Corporation	\$52,653.72	\$52,653.72	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
74.	LOPEZ, JESSE	7114	Sears Holdings Corporation	\$1,125.00	\$1,125.00	The Claim does not relate to the receipt of "goods".
75.	Lucinbill, Inc.	2127	Sears Holdings Management Corporation	\$525.00	\$525.00	The Claim does not relate to the receipt of "goods".
76.	MARRO, GREG	18360	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
77.	Martinez Cabrera, Juan	7599	Sears Holdings Corporation	\$2,322.00	\$2,322.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
78.	MAURICIO PLUMBING SERVICES	18643	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
79.	MCCOY, JACKIE	15847	Sears Home Improvement Products, Inc.	\$1,116.00	\$1,116.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
80.	McKently Malak Architects, Inc.	5100	Sears Holdings Corporation	\$23,562.29	\$23,562.29	The Claim does not relate to the receipt of "goods".
81.	McNaughton, Kevin	10443	Sears Holdings Corporation	\$700.00	\$700.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	Mei-Yip, Cindy	15431	Sears Holdings Corporation	\$475.00	\$475.00	The Claim does not relate to the receipt of "goods".
83.	Membrila, Tomas	1460	Sears Holdings Corporation	\$201.63	\$201.63	The Claim does not relate to the receipt of "goods".
84.	MICROSYSTEMS INC	12768	Sears Holdings Corporation	\$3,500.00	\$3,500.00	The Claim does not relate to the receipt of "goods".
85.	Mike Media Group Inc	1566	Sears Holdings Corporation	\$6,000.00	\$6,000.00	The Claim does not relate to the receipt of "goods".
86.	MIRJALILI, EBRAHIM	18184	Sears Holdings Corporation	\$4,162.38	\$4,162.38	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	MITCHELL, SHAWNA	13674	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
88.	Moore, Arlene M	17020	Sears Home Improvement Products, Inc.	\$8,313.78	\$8,313.78	The Claim does not relate to the receipt of "goods".
89.	Morales, Betty	7626	Sears Holdings Corporation	\$2,100.00	\$2,100.00	The Claim does not relate to the receipt of "goods".
90.	MOROZ, NATALIE & GEORGE	14191	Sears Home Improvement Products, Inc.	\$22,421.76	\$22,421.76	The Claim does not relate to the receipt of "goods".
91.	Mount, Karen	10458	Sears Holdings Corporation	\$8,000.00	\$8,000.00	The Claim does not relate to the receipt of "goods".
92.	National Gas & Oil Cooperative	6396	Sears Holdings Corporation	\$125.83	\$125.83	The Claim does not relate to the receipt of "goods".
93.	National Subrogation Services LLC	9065	Sears Holdings Corporation	\$12,910.46	\$12,910.46	The Claim does not relate to the receipt of "goods".
94.	Nelson, Dayna Diane	11373	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
95.	New Dimensions	3923	Sears Holdings Corporation	\$720.28	\$720.28	The Claim does not relate to the receipt of "goods".
96.	Nichols Paper and Supply, Co.	8941	Sears Holdings Corporation	\$856.07	\$856.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
97.	Norwood, Starla	18698	Sears Holdings Corporation	\$7,400.00	\$7,400.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
98.	OAK BROOK MECHANICAL SERVICES, INC.	6139	Kmart Stores of Illinois LLC	\$596.00	\$596.00	The Claim does not relate to the receipt of "goods".
99.	OWENS III, JOHN WILLIAM	7100	Sears Holdings Corporation	\$250.00	\$250.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
100.	Pepperidge Farm, Incorporated	14464	Kmart Corporation	\$29,233.71	\$29,233.71	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
101.	PNE International LLC	4661	Sears Holdings Corporation	\$3,731.58	\$3,731.58	The Claim does not relate to the receipt of "goods".
102.	Pocahontas Star Herald	1494	Sears Holdings Corporation	\$1,650.00	\$1,650.00	The Claim does not relate to the receipt of "goods".
103.	PORTER, CLAYTON	14201	Sears Home Improvement Products, Inc.	\$8,634.56	\$8,634.56	The Claim does not relate to the receipt of "goods".
104.	PRAIRIE ELECTRIC COMPANY INC	3140	Sears Holdings Corporation	\$3,823.42	\$3,823.42	The Claim does not relate to the receipt of "goods".
105.	Prairie Electric Company Inc	10987	Sears Holdings Corporation	\$10,961.68	\$10,961.68	The Claim does not relate to the receipt of "goods".
106.	Premier Water Systems	7185	Sears Holdings Corporation	\$5,164.51	\$5,164.51	The Claim does not relate to goods received "by the Debtors".
107.	PUCELY, JOEL	7102	Sears Holdings Corporation	\$400.00	\$400.00	The Claim does not relate to the receipt of "goods".
108.	Qassis, Ureib	15874	Kmart Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
109.	QFS Quality for Sale	5272	Sears Holdings Corporation	\$89,297.76	\$89,297.76	The Claim does not relate to the receipt of "goods".
110.	Qualimax Marketing Inc	2321	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
111.	Qualimax Marketing Inc	19123	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
112.	Ranscapes, Inc.	7732	Sears Holdings Corporation	\$5,550.04	\$5,550.04	The Claim does not relate to the receipt of "goods".
113.	Red Bull Distribution Company, Inc	11788	Sears Holdings Corporation	\$21,794.39	\$21,794.39	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
114.	REGIS ELECTRIC LLC	16323	Kmart Corporation	\$1,463.54	\$1,463.54	The Claim does not relate to the receipt of "goods".
115.	Residential Builders Association (RBA)	7564	California Builder Appliances, Inc.	\$8,500.00	\$8,500.00	The Claim does not relate to the receipt of "goods".
116.	ReviewTrackers Inc	477	Sears Holdings Corporation	\$2,128.31	\$2,128.31	The Claim does not relate to the receipt of "goods".
117.	Rhett PDX LLC	11539	Sears Holdings Corporation	\$2,751.39	\$2,751.39	The Claim does not relate to goods received "by the Debtors".
118.	Rodriguez Santos, Antonia	19030	Sears Holdings Corporation	\$15,725.00	\$15,725.00	The Claim does not relate to the receipt of "goods".
119.	RTH Mechanical Services, Inc	5634	Sears Holdings Corporation	\$730.00	\$730.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
120.	Rubio, Mauricio	6969	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
121.	Rubio, Mauricio	9957	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
122.	RUSH, ADRIENNE	12618	Sears Holdings Management Corporation	\$10,810.00	\$10,810.00	The Claim does not relate to the receipt of "goods".
123.	SABRINIS ROYAL TREATS LLC	18862	Kmart Corporation	\$8,290.00	\$8,290.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
124.	Sabrinis Treats	4586	Kmart Corporation	\$8,280.00	\$8,280.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
125.	Service 1 Electric	803	Sears Holdings Corporation	\$1,015.00	\$1,015.00	The Claim does not relate to the receipt of "goods".
126.	Shaifah Salahuddin	16579	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
127.	Shoezoo.com LLC	3917	Sears Holdings Corporation	\$7,804.73	\$7,804.73	The Claim does not relate to goods received "by the Debtors".
128.	Silver Springs Bottled Water Co	711	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
129.	SILVER SPRINGS BOTTLED WATER CO INC	10290	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
130.	Simpson, Pat	19213	Sears Home Improvement Products, Inc.	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
131.	SK Jewel Inc.	13343	Sears Holdings Corporation	\$199.99	\$199.99	The Claim does not relate to goods received "by the Debtors".
132.	Small Engine and Mower Services, llc	4654	Sears Holdings Management Corporation	\$200.67	\$200.67	The Claim does not relate to the receipt of "goods".
133.	Smartek USA Inc	11018	Sears Holdings Corporation	\$512.97	\$512.97	The Claim does not relate to goods received "by the Debtors".
134.	SMITH, BENNY	13647	Sears Holdings Corporation	\$1,500.00	\$1,500.00	The Claim does not relate to the receipt of "goods".
135.	SMITH, SHIRLEY	10799	Sears Holdings Corporation	\$119.00	\$119.00	The Claim does not relate to the receipt of "goods".
136.	Sophias Style Boutique	12790	Sears Holdings Corporation	\$27,328.68	\$27,328.68	The Claim does not relate to goods received "by the Debtors".
137.	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$20,640.00	The Claim does not relate to the receipt of "goods".
138.	STAR TRIBUNE MEDIA COMPANY LLC	9306	Sears Holdings Corporation	\$2,277.25	\$2,277.25	The Claim does not relate to the receipt of "goods".
139.	State Chemical Sales Company International, Inc.	7998	Sears, Roebuck de Puerto Rico, Inc.	\$1,244.27	\$1,244.27	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
140.	STIPECHE, JUSTO	18912	Sears Protection Company	\$562.00	\$562.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
141.	Swanier, Ingrid S.	19379	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
142.	Swanier, Ingrid S.	19402	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
143.	TAYLOR, CORY	7093	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
144.	Test Equipment Depot	5235	Sears Holdings Corporation	\$2,489.87	\$2,489.87	The Claim does not relate to goods received "by the Debtors".
145.	Thasku Joseph, Carmen Joseph, and Akimine Walter	19885	Sears Holdings Corporation	\$15,000,000.00	\$15,000,000.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
146.	The Best Deals For You LLC	2409	Sears Holdings Corporation	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
147.	THE BEST DEALS FOR YOU LLC	9634	Sears, Roebuck and Co.	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
148.	THE CHAMBERLAIN GROUP, INC	13854	Sears Home & Business Franchises, Inc.	\$81,635.63	\$81,635.63	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
149.	The Deal Rack, LLC	357	Sears Holdings Corporation	\$4,781.49	\$4,781.49	The Claim does not relate to goods received "by the Debtors".
150.	The Rockies LLC	2	Sears Home Improvement Products, Inc.	\$1,970.75	\$1,970.75	The Claim does not relate to the receipt of "goods".
151.	Tomchak, Julie	6461	Sears Holdings Corporation	\$6,900.00	\$6,900.00	The Claim does not relate to goods received "by the Debtors".
152.	Tovar, Raquel	11757	Sears Holdings Corporation	\$127.00	\$127.00	The Claim does not relate to the receipt of "goods".
153.	Township of Moorestown, NJ	7918	Sears Holdings Corporation	\$974.00	\$974.00	The Claim does not relate to the receipt of "goods".
154.	TOY2U MANUFACTORY COMPANY LIMITED	15896	Sears, Roebuck and Co.	\$30,358.08	\$30,358.08	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
155.	Toynk Toys LLC	848	Sears Holdings Corporation	\$4,456.07	\$4,456.07	The Claim does not relate to goods received "by the Debtors".
156.	Traddictivas Limited	12481	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
157.	Traddictivas Limited	12493	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
158.	Trapani, Susan	9670	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
159.	Tri Great International Ltd.	180	Sears, Roebuck and Co.	\$181,672.00	\$181,672.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
160.	TRI GREAT INTERNATIONAL LTD.	288	Kmart Holding Corporation	\$26,352.00	\$26,352.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
161.	Tribune Publishing Company	16614	Sears, Roebuck and Co.	\$105,813.58	\$105,813.58	The Claim does not relate to the receipt of "goods".
162.	VACCARO, R	12110	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to goods received "by the Debtors".
163.	Valassis Direct Mail, Inc.	7961	Sears Holdings Management Corporation	\$11,687.36	\$11,687.36	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
164.	Valdiva Perez, Leticia	8847	Sears, Roebuck and Co.	\$275,000.00	\$275,000.00	The Claim does not relate to goods received "by the Debtors".
165.	Vibes Media LLC	4312	Sears Holdings Management Corporation	\$183,729.33	\$183,729.33	The Claim does not relate to the receipt of "goods".
166.	Violet Limited	12639	Sears Holdings Corporation	\$10,985.21	\$10,985.21	The Claim does not relate to goods received "by the Debtors".
167.	W S C	15040	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
168.	WAGABAZA, WILLIAM	11259	Sears Holdings Corporation	\$12,000.00	\$12,000.00	The Claim does not relate to goods received "by the Debtors".
169.	WATSON, VIRGINIA	12258	Sears Holdings Corporation	\$1,400.00	\$1,400.00	The Claim does not relate to the receipt of "goods".
170.	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$1,979.28	The Claim does not relate to goods received "by the Debtors".
171.	Whitebox Multi-Strategy Partners, LP as Transferee of PeopleShare LLC	4547	Sears Holdings Management Corporation	\$92,496.02	\$92,496.02	The Claim does not relate to the receipt of "goods".
172.	WILLISTON OBSERVER	13374	Sears Holdings Corporation	\$395.00	\$395.00	The Claim does not relate to the receipt of "goods".
173.	Wolfe, Jack Douglas	10255	Sears Holdings Corporation	\$9,647.35	\$9,647.35	The Claim does not relate to goods received "by the Debtors".
174.	ZOOMUSA	7972	Sears Holdings Corporation	\$17,661.99	\$17,661.99	The Claim does not relate to goods received "by the Debtors".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Claims Hearing Procedures**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
----- X		

**COURT-ORDERED CLAIMS HEARING PROCEDURES**

The claims hearing procedures (the “**Claims Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) to apply to the Chapter 11 cases of the Sears Holdings Corporation and its affiliated debtors (collectively, the “**Debtors**”).

**Claims Hearing Procedures**

1. Pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), the Bankruptcy Court established periodic omnibus hearings (the “**Omnibus Hearings**”) in these Chapter 11 cases. The Debtors shall schedule the return date for claims objections, omnibus or otherwise, for hearing at Omnibus Hearings or other hearings the Debtors may schedule with the Bankruptcy Court.
2. The Bankruptcy Court may enter an order at the scheduled hearing sustaining an objection to proofs of claim (each, a “**Proof of Claim**”) with respect to which no response (a “**Response**”)<sup>2</sup> is properly filed and served.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claims Hearing Procedures.

3. The hearing to consider an objection to Proofs of Claim as to which a Response is properly filed and served (each, a “**Contested Claim**”) shall be set for a contested hearing (a “**Claims Hearing**”) to be scheduled by the Debtors, in their sole discretion, as set forth herein. The Debtors may request that the Bankruptcy Court schedule Claims Hearings on the date and/or time of the Omnibus Hearings or at another date and time.
4. The Debtors shall schedule a Claims Hearing for a Contested Claim as follows:
  - (i) For a non-evidentiary hearing to address whether the Contested Claim has failed to state a claim against the Debtors which can be allowed and should be dismissed pursuant to Bankruptcy Rule 7012 (a “**Sufficiency Hearing**”), unless the Debtors serve the applicable claimant (the “**Claimant**”) with a Notice of Merits Hearing (as defined herein), the Sufficiency Hearing shall go forward at the return date set in accordance with paragraph 1 of these Claims Hearing Procedures. The legal standard of review that will be applied by the Bankruptcy Court at a Sufficiency Hearing will be equivalent to the standard applied by the Bankruptcy Court upon a motion to dismiss for failure to state a claim upon which relief can be granted.
  - (ii) For an evidentiary hearing on the merits of a Contested Claim (a “**Merits Hearing**”), the Debtors may, in their sole discretion, serve upon the relevant Claimant, by email or overnight delivery, with a copy to the Creditors’ Committee, and file with the Bankruptcy Court, a notice substantially in the form attached to the *Order Approving (I) Claims Objection Procedures, (II) Claims Settlement Procedures, and (III) Claims Hearing Procedures* (ECF No. 3014) as **Exhibit 2** (a “**Notice of Merits Hearing**”), at least thirty (30) calendar days prior to the date of such Merits Hearing. The rules and procedures applicable to such Merits Hearing will be set forth in any scheduling order issued by the Bankruptcy Court in connection therewith.
5. Discovery with respect to a Contested Claim will not be permitted until either: (i) the Bankruptcy Court has held a Sufficiency Hearing and determined that the Contested Claim states a claim that could be allowed and should not be dismissed pursuant to Bankruptcy Rule 7012; or (ii) the Debtors have served on the relevant Claimant a Notice of Merits Hearing with respect to the Contested Claim.
6. The Debtors may file and serve a reply (a “**Reply**”) to a Response no later than 4:00 p.m. (Prevailing Eastern Time) on the day that is at least two (2) business days prior to the date of the applicable hearing.
7. The Debtors, in their sole discretion, are authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Bankruptcy Court and the Claimant.
8. **Sanctions.** The Bankruptcy Court will consider appropriate sanctions, including allowance or disallowance of the Contested Claim, if either party does not follow the Claims Hearing Procedures.

BY ORDER OF THE BANKRUPTCY COURT



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*Attorneys for Debtors*

*and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
<b>In re</b>	<b>: Chapter 11</b>
	<b>: </b>
<b>SEARS HOLDINGS CORPORATION, et al.,</b>	<b>: Case No. 18-23538 (RDD)</b>
	<b>: </b>
<b>Debtors.<sup>1</sup></b>	<b>: (Jointly Administered)</b>
-----X	

**DEBTORS' FIFTH OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**THIS OMNIBUS OBJECTION SEEKS TO RECLASSIFY CERTAIN FILED PROOFS OF CLAIM AS GENERAL UNSECURED CLAIMS. CLAIMANTS RECEIVING THIS OMNIBUS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO THIS OMNIBUS OBJECTION.**

**IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT THE DEBTORS' COUNSEL, KYLE J. TUMSUDEN, ESQ., AT (212) 310-8125.**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this omnibus objection (the “**Objection**”):

**Background**

1. Beginning on October 15, 2018 (the “**Commencement Date**”) and continuing thereafter, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On October 24, 2018, the United States Trustee for Region 2 appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”). No trustee or examiner has been appointed in these chapter 11 cases.

3. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

4. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’*

*Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* (ECF No. 2507), pursuant to which the Debtors sold substantially all their assets to Transform Holdco LLC.

5. On June 28, 2019, the Bankruptcy Court approved the Debtors' disclosure statement (ECF No. 4392) for the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4389).

6. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Robert A. Riecker Pursuant to Rule 1007-2 of Local Bankruptcy Rules for Southern District of New York*, sworn on October 15, 2018 (the "**Riecker Declaration**") (ECF No. 3).<sup>2</sup>

#### **Jurisdiction**

7. This Bankruptcy Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409.

#### **Relief Requested**

8. The Debtors file this Objection pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order, substantially in the form annexed to the Objection as **Exhibit B** (the "**Proposed Order**"), reclassifying the asserted administrative expense, priority, or secured amounts of the Claims, as listed on **Exhibit A** annexed to the Objection (the "**Reclassified Claims**"), as General Unsecured Claims (as defined in the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Affiliated Debtors* (ECF No. 4041).

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Riecker Declaration.

9. The Debtors also preserve their rights to later object to any Reclassified Claim as to which the Bankruptcy Court does not grant the relief requested herein on any other basis. This Objection does not constitute an admission or acknowledgement by the Debtors that any of the Reclassified Claims should be allowed.

10. To the extent the grounds for objecting herein are beyond the scope of those set forth in Bankruptcy Rule 3007(d), the Debtors seek permission to file this Objection to ease the administrative and financial burdens attendant to filing separate objections to each of the Claims herein on the same grounds.

**The Reclassified Claims Should Be Reclassified as General Unsecured Claims**

11. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Upon an objection, the claimant has the burden to demonstrate the validity of the claim. *See Rozier v. Rescap Borrower Claims Tr. (In re Residential Capital, LLC)*, 15 Civ. 3248, 2016 WL 796860, at \*9 (S.D.N.Y. 2016); *In re Arcapita Bank B.S.C.(c)*, No. 12–11076 (SHL), 2013 WL 6141616, at \*1 (Bankr. S.D.N.Y. Nov. 21, 2013), *aff’d sub nom. In re Arcapita Bank B.S.C.(c)*, 508 B.R. 814, 817 (S.D.N.Y. 2014); *In re Motors Liquidation Co.*, No. 09-50026, 2012 WL 1886755, at \*3 (S.D.N.Y. May 12, 2012); *In re Oneida, Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009), *aff’d*, No. 09 Civ. 2229 (DC), 2010 WL 234827, at \*5 (S.D.N.Y. Jan. 22, 2010); *In re Adelphia Commc’ns Corp.*, Ch. 11 Case No. 02-41729, 2007 Bankr. LEXIS 660, at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000). Moreover, section 502(b)(1) of the Bankruptcy Code provides, in relevant part, that a claim may not be allowed if “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b)(1).

12. In addition, a Claimant asserting an administrative expense claim priority bears the burden of establishing their entitlement to such priority. *See, e.g., In re Bethlehem Steel Corp.*, 479 F.3d 167, 172 (2d Cir. 2007) (“The burden of proving entitlement to priority payment as an administrative expense . . . rests with the party requesting it.”); *In re Drexel Burnham Lambert Grp. Inc.*, 134 B.R. 482,

489 (Bankr. S.D.N.Y. 1991) (“The burden of establishing entitlement to priority rests with the claimant and should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.”) (quotation omitted).

13. Section 503(b)(9) of the Bankruptcy Code provides that:

(b) After notice and a hearing, there shall be allowed, administrative expenses, other than claims allowed under section 502(f) of this title, including –

(9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under [title 11] in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.

11 U.S.C. § 503(b)(9). Section 503(b)(9) applies only to claims relating to “goods” received by a debtor and requires such goods to have been received by the debtor in the ordinary course of business within twenty days prior to the commencement of the bankruptcy filing. *See id.*; *see also In re Great Atl. & Pac. Tea Co., Inc.*, Case No. 10-24549 (RDD) (Bankr. S.D.N.Y. Oct. 25, 2012) (ECF No. 4589), *aff’d In re Great Atl. & Pac. Tea Co., Inc.*, 538 B.R. 666, 674 (S.D.N.Y. 2015) (describing the applicable definition of goods, which generally does not include services or other non-tangible and non-moveable items); *In re GIC Gov’t Sec.*, 64 B.R. 161 (Bankr. M.D. Fla. 1986) (same).

14. As set forth more specifically on **Exhibit A**, the Claimants asserting the Reclassified Claims assert that such Claims are entitled to administrative expense priority status pursuant to section 503(b)(9) of the Bankruptcy Code.

15. The Debtors have reviewed the Claims set forth on **Exhibit A** and determined, for the reasons set forth under the heading “*Reason for Proposed Reclassification*” on **Exhibit A** to this Objection, that each of the Reclassified Claims improperly asserts that such Claim is entitled to administrative expense priority pursuant to section 503(b)(9) of the Bankruptcy Code.

16. As each of the Reclassified Claims does not satisfy the requirements for administrative expense priority under section 503(b)(9), the Debtors seek entry of the Proposed Order reclassifying the Reclassified Claims to General Unsecured Claims (to the extent reflected on **Exhibit A**).

### **Reservation of Rights**

17. The Debtors hereby reserve the right to object in the future to any of the Proofs of Claim subject to this Objection on any ground, and to amend, modify, and/or supplement this Objection to the extent an objection to a Claim is not granted. A separate notice and hearing will be scheduled for any such objection.

### **Notice**

18. Notice of this Objection has been provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “**Amended Case Management Order**”). The Debtors respectfully submit that no further notice is required.

19. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: August 29, 2019  
New York, New York

*/s/ Garrett A. Fail*

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*and Debtors in Possession*

**Exhibit A**

**Schedule of Claims to be Reclassified as General Unsecured Claims**



**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	6 SIGMA CONSTRUCTION	9318	Sears Holdings Corporation	\$12,114.06	\$12,114.06	The Claim does not relate to the receipt of "goods".
2.	6 Sigma Construction, LLC	9347	Sears Holdings Corporation	\$3,808.99	\$3,808.99	The Claim does not relate to the receipt of "goods".
3.	6 Sigma Construction, LLC	9363	Sears Holdings Corporation	\$5,976.67	\$5,976.67	The Claim does not relate to the receipt of "goods".
4.	6 Sigma Construction, LLC	9420	Sears Holdings Corporation	\$4,802.25	\$4,802.25	The Claim does not relate to the receipt of "goods".
5.	6 Sigma Construction, LLC	9519	Sears Holdings Corporation	\$6,655.88	\$6,655.88	The Claim does not relate to the receipt of "goods".
6.	6 Sigma Construction, LLC	9524	Sears Holdings Corporation	\$44,774.10	\$44,774.10	The Claim does not relate to the receipt of "goods".
7.	6 Sigma Construction, LLC	9641	Sears Holdings Corporation	\$13,023.69	\$13,023.69	The Claim does not relate to the receipt of "goods".
8.	6 Sigma Construction, LLC	9645	Sears Holdings Corporation	\$4,418.25	\$4,418.25	The Claim does not relate to the receipt of "goods".
9.	6 Sigma Construction, LLC	9647	Sears Holdings Corporation	\$8,566.71	\$8,566.71	The Claim does not relate to the receipt of "goods".
10.	6 Sigma Construction, LLC	9663	Sears Holdings Corporation	\$4,615.97	\$4,615.97	The Claim does not relate to the receipt of "goods".
11.	6 Sigma Construction, LLC	9664	Sears Holdings Corporation	\$3,598.20	\$3,598.20	The Claim does not relate to the receipt of "goods".
12.	6 Sigma Construction, LLC	9665	Sears Holdings Corporation	\$6,506.70	\$6,506.70	The Claim does not relate to the receipt of "goods".
13.	6 Sigma Construction, LLC	9666	Sears Holdings Corporation	\$7,467.31	\$7,467.31	The Claim does not relate to the receipt of "goods".
14.	6 Sigma Construction, LLC	9676	Sears Holdings Corporation	\$128,396.08	\$128,396.08	The Claim does not relate to the receipt of "goods".
15.	AAON, Inc.	4567	Sears Holdings Corporation	\$194,966.00	\$194,966.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
16.	Adams, Patricia	9124	Sears Holdings Corporation	\$4,500.00	\$4,500.00	The Claim does not relate to the receipt of "goods".
17.	AHS Staffing, LLC (formerly PharmStat, LLC)	1227	Sears Holdings Management Corporation	\$5,621.16	\$5,621.16	The Claim does not relate to the receipt of "goods".
18.	Aikins, Scott Richard	7099	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
19.	ALEXANDER, FELICIA	10570	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
20.	AWADA, ABESS	12930	Sears Holdings Corporation	\$5,500.00	\$5,500.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
21.	Barnes, Horace	6795	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
22.	Barnes, Horace	8062	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
23.	Basic Research	5741	Sears Holdings Corporation	\$10,404.00	\$10,404.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
24.	Bauer, Joseph	7736	Sears, Roebuck and Co.	\$1,112.00	\$1,112.00	The Claim does not relate to the receipt of "goods".
25.	Benitez Hermanos, Inc.	1688	Sears Holdings Corporation	\$625,555.18	\$625,555.18	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
26.	BIRD, ARTHUR & DORIS	16819	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
27.	Calamp Wireless Networks Corporation	7876	Sears, Roebuck and Co.	\$148,476.19	\$148,476.19	The Claim does not relate to the receipt of "goods".
28.	CARILUS, PIERRE	10913	Sears Protection Company (Florida), L.L.C.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
29.	CARLSON PET PRODUCTS	8914	Sears Holdings Corporation	\$610.00	\$610.00	The Claim does not relate to goods received "by the Debtors".
30.	Cintas Corporation	6220	Sears Holdings Corporation	\$4,630.92	\$4,630.92	The Claim does not relate to the receipt of "goods".
31.	City of Allen, TX - Utility Dept	9882	Sears Holdings Corporation	\$451.06	\$451.06	The Claim does not relate to the receipt of "goods".
32.	City of Orange	9253	Sears Holdings Corporation	\$1,951.31	\$1,951.31	The Claim does not relate to the receipt of "goods".
33.	City of Statesville	7109	Sears Holdings Corporation	\$14,983.17	\$14,983.17	The Claim does not relate to the receipt of "goods".
34.	Commercial Solutions, Inc., dba Uncle Sam's Glass & Door	5106	Sears Holdings Corporation	\$73,089.09	\$73,089.09	The Claim does not relate to the receipt of "goods".
35.	Coorun Limited	12433	Sears Holdings Corporation	\$13,087.83	\$13,087.83	The Claim does not relate to goods received "by the Debtors".
36.	CORDELL, DALE	14952	Sears Holdings Corporation	\$12,065.25	\$12,065.25	The Claim does not relate to the receipt of "goods".
37.	Crawford, Coy	12341	Sears, Roebuck and Co.	\$2,000.00	\$2,000.00	The Claim does not relate to the receipt of "goods".
38.	DAVCO MECHANICAL SERVICES LLC	8028	Sears, Roebuck and Co.	\$9,209.16	\$9,209.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
39.	Delta Packaging, Inc.	8564	Sears Holdings Corporation	\$10,088.88	\$10,088.88	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
40.	Delta Packaging, Inc.	8658	Innovel Solutions, Inc.	\$1,485.16	\$1,485.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
41.	DEWITT & FLO HOLLINGSWORTH	16246	Sears Holdings Corporation	\$2,700.00	\$2,700.00	The Claim does not relate to the receipt of "goods".
42.	EULER HERMES N.A as Agent for KSH BRAND LLC	10466	Kmart Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
43.	EULER HERMES N.A. as Agent for KSH BRAND LLC	10521	Kmart Holding Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
44.	FH Group	1475	Sears, Roebuck and Co.	\$2,607.68	\$2,607.68	The Claim does not relate to goods received "by the Debtors".
45.	Foster, Paula & Kenneth	12037	Sears Holdings Corporation	\$7,519.00	\$7,519.00	The Claim does not relate to the receipt of "goods".
46.	Fox, Viola	6273	Sears Holdings Corporation	\$105.47	\$105.47	The Claim does not relate to the receipt of "goods".
47.	Gazda, Carol	16764	Sears Home Improvement Products, Inc.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
48.	Goode, Diahann A	14736	Sears Home Improvement Products, Inc.	\$7,213.26	\$7,213.26	The Claim does not relate to the receipt of "goods".
49.	Goplus Corp	1795	Sears Holdings Corporation	\$656,431.40	\$656,431.40	The Claim does not relate to goods received "by the Debtors".
50.	Graddy, Harold & Mary	12758	Sears Holdings Corporation	\$200.00	\$200.00	The Claim does not relate to the receipt of "goods".
51.	Grogg, Norma	12555	Sears Brands, L.L.C.	\$709.65	\$709.65	The Claim does not relate to the receipt of "goods".
52.	Hastings Utilities NE	10212	Kmart Corporation	\$2,089.80	\$2,089.80	The Claim does not relate to the receipt of "goods".
53.	HENDERSON, CAROL ANN	18306	Sears Home Improvement Products, Inc.	\$16,186.00	\$16,186.00	The Claim does not relate to the receipt of "goods".
54.	Hetmeyer, Elijah	11365	Sears Holdings Corporation	\$1,451.82	\$1,451.82	The Claim does not relate to the receipt of "goods".
55.	Hunt & Sons	7955	California Builder Appliances, Inc.	\$9,568.76	\$9,568.76	The Claim does not relate to the receipt of "goods".
56.	HUNTER, LYNN	11728	Kmart Holding Corporation	\$358.00	\$358.00	The Claim does not relate to the receipt of "goods".
57.	Industrias De Moveis Rotta Ltda	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$108,315.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
58.	Ingenico Inc.	18689	Sears Holdings Management Corporation	\$9,742.50	\$9,742.50	The Claim does not relate to the receipt of "goods".
59.	Inna Maze	15903	Sears Holdings Corporation	\$1,232.00	\$1,232.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
60.	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$201,153.81	The Claim does not relate to the receipt of "goods".
61.	Jabtec, LLC	5200	Sears Holdings Corporation	\$8,302.50	\$8,302.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
62.	JET COLLECTION CORP.	462	Sears Holdings Corporation	\$592,276.78	\$592,276.78	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
63.	Joiner, Candis	6984	Sears Holdings Corporation	\$15.00	\$15.00	The Claim does not relate to the receipt of "goods".
64.	JS-Fantasy, Inc.	876	Sears Holdings Corporation	\$251,585.91	\$251,585.91	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
65.	Juan, Angeles	13155	Sears, Roebuck and Co.	\$800.00	\$800.00	The Claim does not relate to the receipt of "goods".
66.	KC Tool, LLC	2962	Sears Holdings Corporation	\$864.48	\$864.48	The Claim does not relate to goods received "by the Debtors".
67.	Kingswell, Inc.	10816	Sears Holdings Corporation	\$1,208.40	\$1,208.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
68.	KTM Ventures LLC dba USAetail	2968	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
69.	KTM Ventures LLC dba USAetail	10568	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
70.	Kulzer Limited	12432	Sears Holdings Corporation	\$47,512.95	\$47,512.95	The Claim does not relate to goods received "by the Debtors".
71.	L&K PARTNERS INC.	14034	Sears Holdings Management Corporation	\$104,697.78	\$104,697.78	The Claim does not relate to the receipt of "goods".
72.	La Ornamental & Rack Corp	11137	Sears Holdings Management Corporation	\$2,966.67	\$2,966.67	The Claim does not relate to goods received "by the Debtors".
73.	LDC ENTERPRISE INC. LTD.	12819	Sears Holdings Corporation	\$52,653.72	\$52,653.72	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
74.	LOPEZ, JESSE	7114	Sears Holdings Corporation	\$1,125.00	\$1,125.00	The Claim does not relate to the receipt of "goods".
75.	Lucinbill, Inc.	2127	Sears Holdings Management Corporation	\$525.00	\$525.00	The Claim does not relate to the receipt of "goods".
76.	MARRO, GREG	18360	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
77.	Martinez Cabrera, Juan	7599	Sears Holdings Corporation	\$2,322.00	\$2,322.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
78.	MAURICIO PLUMBING SERVICES	18643	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
79.	MCCOY, JACKIE	15847	Sears Home Improvement Products, Inc.	\$1,116.00	\$1,116.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
80.	McKently Malak Architects, Inc.	5100	Sears Holdings Corporation	\$23,562.29	\$23,562.29	The Claim does not relate to the receipt of "goods".
81.	McNaughton, Kevin	10443	Sears Holdings Corporation	\$700.00	\$700.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	Mei-Yip, Cindy	15431	Sears Holdings Corporation	\$475.00	\$475.00	The Claim does not relate to the receipt of "goods".
83.	Membrila, Tomas	1460	Sears Holdings Corporation	\$201.63	\$201.63	The Claim does not relate to the receipt of "goods".
84.	MICROSYSTEMS INC	12768	Sears Holdings Corporation	\$3,500.00	\$3,500.00	The Claim does not relate to the receipt of "goods".
85.	Mike Media Group Inc	1566	Sears Holdings Corporation	\$6,000.00	\$6,000.00	The Claim does not relate to the receipt of "goods".
86.	MIRJALILI, EBRAHIM	18184	Sears Holdings Corporation	\$4,162.38	\$4,162.38	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	MITCHELL, SHAWNA	13674	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
88.	Moore, Arlene M	17020	Sears Home Improvement Products, Inc.	\$8,313.78	\$8,313.78	The Claim does not relate to the receipt of "goods".
89.	Morales, Betty	7626	Sears Holdings Corporation	\$2,100.00	\$2,100.00	The Claim does not relate to the receipt of "goods".
90.	MOROZ, NATALIE & GEORGE	14191	Sears Home Improvement Products, Inc.	\$22,421.76	\$22,421.76	The Claim does not relate to the receipt of "goods".
91.	Mount, Karen	10458	Sears Holdings Corporation	\$8,000.00	\$8,000.00	The Claim does not relate to the receipt of "goods".
92.	National Gas & Oil Cooperative	6396	Sears Holdings Corporation	\$125.83	\$125.83	The Claim does not relate to the receipt of "goods".
93.	National Subrogation Services LLC	9065	Sears Holdings Corporation	\$12,910.46	\$12,910.46	The Claim does not relate to the receipt of "goods".
94.	Nelson, Dayna Diane	11373	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
95.	New Dimensions	3923	Sears Holdings Corporation	\$720.28	\$720.28	The Claim does not relate to the receipt of "goods".
96.	Nichols Paper and Supply, Co.	8941	Sears Holdings Corporation	\$856.07	\$856.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
97.	Norwood, Starla	18698	Sears Holdings Corporation	\$7,400.00	\$7,400.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
98.	OAK BROOK MECHANICAL SERVICES, INC.	6139	Kmart Stores of Illinois LLC	\$596.00	\$596.00	The Claim does not relate to the receipt of "goods".
99.	OWENS III, JOHN WILLIAM	7100	Sears Holdings Corporation	\$250.00	\$250.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
100.	Pepperidge Farm, Incorporated	14464	Kmart Corporation	\$29,233.71	\$29,233.71	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
101.	PNE International LLC	4661	Sears Holdings Corporation	\$3,731.58	\$3,731.58	The Claim does not relate to the receipt of "goods".
102.	Pocahontas Star Herald	1494	Sears Holdings Corporation	\$1,650.00	\$1,650.00	The Claim does not relate to the receipt of "goods".
103.	PORTER, CLAYTON	14201	Sears Home Improvement Products, Inc.	\$8,634.56	\$8,634.56	The Claim does not relate to the receipt of "goods".
104.	PRAIRIE ELECTRIC COMPANY INC	3140	Sears Holdings Corporation	\$3,823.42	\$3,823.42	The Claim does not relate to the receipt of "goods".
105.	Prairie Electric Company Inc	10987	Sears Holdings Corporation	\$10,961.68	\$10,961.68	The Claim does not relate to the receipt of "goods".
106.	Premier Water Systems	7185	Sears Holdings Corporation	\$5,164.51	\$5,164.51	The Claim does not relate to goods received "by the Debtors".
107.	PUCELY, JOEL	7102	Sears Holdings Corporation	\$400.00	\$400.00	The Claim does not relate to the receipt of "goods".
108.	Qassis, Ureib	15874	Kmart Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
109.	QFS Quality for Sale	5272	Sears Holdings Corporation	\$89,297.76	\$89,297.76	The Claim does not relate to the receipt of "goods".
110.	Qualimax Marketing Inc	2321	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
111.	Qualimax Marketing Inc	19123	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
112.	Ranscapes, Inc.	7732	Sears Holdings Corporation	\$5,550.04	\$5,550.04	The Claim does not relate to the receipt of "goods".
113.	Red Bull Distribution Company, Inc	11788	Sears Holdings Corporation	\$21,794.39	\$21,794.39	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
114.	REGIS ELECTRIC LLC	16323	Kmart Corporation	\$1,463.54	\$1,463.54	The Claim does not relate to the receipt of "goods".
115.	Residential Builders Association (RBA)	7564	California Builder Appliances, Inc.	\$8,500.00	\$8,500.00	The Claim does not relate to the receipt of "goods".
116.	ReviewTrackers Inc	477	Sears Holdings Corporation	\$2,128.31	\$2,128.31	The Claim does not relate to the receipt of "goods".
117.	Rhett PDX LLC	11539	Sears Holdings Corporation	\$2,751.39	\$2,751.39	The Claim does not relate to goods received "by the Debtors".
118.	Rodriguez Santos, Antonia	19030	Sears Holdings Corporation	\$15,725.00	\$15,725.00	The Claim does not relate to the receipt of "goods".
119.	RTH Mechanical Services, Inc	5634	Sears Holdings Corporation	\$730.00	\$730.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
120.	Rubio, Mauricio	6969	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
121.	Rubio, Mauricio	9957	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
122.	RUSH, ADRIENNE	12618	Sears Holdings Management Corporation	\$10,810.00	\$10,810.00	The Claim does not relate to the receipt of "goods".
123.	SABRINIS ROYAL TREATS LLC	18862	Kmart Corporation	\$8,290.00	\$8,290.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
124.	Sabrinis Treats	4586	Kmart Corporation	\$8,280.00	\$8,280.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
125.	Service 1 Electric	803	Sears Holdings Corporation	\$1,015.00	\$1,015.00	The Claim does not relate to the receipt of "goods".
126.	Shaifah Salahuddin	16579	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
127.	Shoezoo.com LLC	3917	Sears Holdings Corporation	\$7,804.73	\$7,804.73	The Claim does not relate to goods received "by the Debtors".
128.	Silver Springs Bottled Water Co	711	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
129.	SILVER SPRINGS BOTTLED WATER CO INC	10290	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
130.	Simpson, Pat	19213	Sears Home Improvement Products, Inc.	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
131.	SK Jewel Inc.	13343	Sears Holdings Corporation	\$199.99	\$199.99	The Claim does not relate to goods received "by the Debtors".
132.	Small Engine and Mower Services, llc	4654	Sears Holdings Management Corporation	\$200.67	\$200.67	The Claim does not relate to the receipt of "goods".
133.	Smartek USA Inc	11018	Sears Holdings Corporation	\$512.97	\$512.97	The Claim does not relate to goods received "by the Debtors".
134.	SMITH, BENNY	13647	Sears Holdings Corporation	\$1,500.00	\$1,500.00	The Claim does not relate to the receipt of "goods".
135.	SMITH, SHIRLEY	10799	Sears Holdings Corporation	\$119.00	\$119.00	The Claim does not relate to the receipt of "goods".
136.	Sophias Style Boutique	12790	Sears Holdings Corporation	\$27,328.68	\$27,328.68	The Claim does not relate to goods received "by the Debtors".
137.	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$20,640.00	The Claim does not relate to the receipt of "goods".
138.	STAR TRIBUNE MEDIA COMPANY LLC	9306	Sears Holdings Corporation	\$2,277.25	\$2,277.25	The Claim does not relate to the receipt of "goods".
139.	State Chemical Sales Company International, Inc.	7998	Sears, Roebuck de Puerto Rico, Inc.	\$1,244.27	\$1,244.27	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
140.	STIPECHE, JUSTO	18912	Sears Protection Company	\$562.00	\$562.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
141.	Swanier, Ingrid S.	19379	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
142.	Swanier, Ingrid S.	19402	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
143.	TAYLOR, CORY	7093	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
144.	Test Equipment Depot	5235	Sears Holdings Corporation	\$2,489.87	\$2,489.87	The Claim does not relate to goods received "by the Debtors".
145.	Thasku Joseph, Carmen Joseph, and Akimine Walter	19885	Sears Holdings Corporation	\$15,000,000.00	\$15,000,000.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
146.	The Best Deals For You LLC	2409	Sears Holdings Corporation	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
147.	THE BEST DEALS FOR YOU LLC	9634	Sears, Roebuck and Co.	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
148.	THE CHAMBERLAIN GROUP, INC	13854	Sears Home & Business Franchises, Inc.	\$81,635.63	\$81,635.63	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
149.	The Deal Rack, LLC	357	Sears Holdings Corporation	\$4,781.49	\$4,781.49	The Claim does not relate to goods received "by the Debtors".
150.	The Rockies LLC	2	Sears Home Improvement Products, Inc.	\$1,970.75	\$1,970.75	The Claim does not relate to the receipt of "goods".
151.	Tomchak, Julie	6461	Sears Holdings Corporation	\$6,900.00	\$6,900.00	The Claim does not relate to goods received "by the Debtors".
152.	Tovar, Raquel	11757	Sears Holdings Corporation	\$127.00	\$127.00	The Claim does not relate to the receipt of "goods".
153.	Township of Moorestown, NJ	7918	Sears Holdings Corporation	\$974.00	\$974.00	The Claim does not relate to the receipt of "goods".
154.	TOY2U MANUFACTORY COMPANY LIMITED	15896	Sears, Roebuck and Co.	\$30,358.08	\$30,358.08	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
155.	Toynk Toys LLC	848	Sears Holdings Corporation	\$4,456.07	\$4,456.07	The Claim does not relate to goods received "by the Debtors".
156.	Traddictivas Limited	12481	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
157.	Traddictivas Limited	12493	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
158.	Trapani, Susan	9670	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
159.	Tri Great International Ltd.	180	Sears, Roebuck and Co.	\$181,672.00	\$181,672.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit A - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
160.	TRI GREAT INTERNATIONAL LTD.	288	Kmart Holding Corporation	\$26,352.00	\$26,352.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
161.	Tribune Publishing Company	16614	Sears, Roebuck and Co.	\$105,813.58	\$105,813.58	The Claim does not relate to the receipt of "goods".
162.	VACCARO, R	12110	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to goods received "by the Debtors".
163.	Valassis Direct Mail, Inc.	7961	Sears Holdings Management Corporation	\$11,687.36	\$11,687.36	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
164.	Valdiva Perez, Leticia	8847	Sears, Roebuck and Co.	\$275,000.00	\$275,000.00	The Claim does not relate to goods received "by the Debtors".
165.	Vibes Media LLC	4312	Sears Holdings Management Corporation	\$183,729.33	\$183,729.33	The Claim does not relate to the receipt of "goods".
166.	Violet Limited	12639	Sears Holdings Corporation	\$10,985.21	\$10,985.21	The Claim does not relate to goods received "by the Debtors".
167.	W S C	15040	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
168.	WAGABAZA, WILLIAM	11259	Sears Holdings Corporation	\$12,000.00	\$12,000.00	The Claim does not relate to goods received "by the Debtors".
169.	WATSON, VIRGINIA	12258	Sears Holdings Corporation	\$1,400.00	\$1,400.00	The Claim does not relate to the receipt of "goods".
170.	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$1,979.28	The Claim does not relate to goods received "by the Debtors".
171.	Whitebox Multi-Strategy Partners, LP as Transferee of PeopleShare LLC	4547	Sears Holdings Management Corporation	\$92,496.02	\$92,496.02	The Claim does not relate to the receipt of "goods".
172.	WILLISTON OBSERVER	13374	Sears Holdings Corporation	\$395.00	\$395.00	The Claim does not relate to the receipt of "goods".
173.	Wolfe, Jack Douglas	10255	Sears Holdings Corporation	\$9,647.35	\$9,647.35	The Claim does not relate to goods received "by the Debtors".
174.	ZOOMUSA	7972	Sears Holdings Corporation	\$17,661.99	\$17,661.99	The Claim does not relate to goods received "by the Debtors".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Exhibit B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : **Chapter 11**  
:   
**SEARS HOLDINGS CORPORATION, et al.,** : **Case No. 18-23538 (RDD)**  
:   
**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**ORDER GRANTING DEBTORS' FIFTH  
OMNIBUS OBJECTION TO PROOFS OF CLAIM  
(RECLASSIFICATION AS GENERAL UNSECURED CLAIMS)**

Upon the *Debtors' Fifth Omnibus Objection to Proofs of Claim (Reclassification as General Unsecured Claims)*, filed August 29, 2019 (the "**Objection**"),<sup>2</sup> of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 502 under title 11 of the United States Code (the "**Bankruptcy Code**"), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the "**Bankruptcy Rules**"), for an order (i) reclassifying the Reclassified Claims, and (ii) granting related relief, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended*

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

*Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having held a hearing to consider the relief requested in the Objection on October 23, 2019 (the “**Hearing**”); and upon the record of the Hearing, and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT**

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each Reclassified Claim listed on **Exhibit 1** annexed to this Order are reclassified as General Unsecured Claims (to the extent reflected on **Exhibit 1**).
3. Nothing herein shall constitute an admission or finding concerning the amount or validity of any of the Reclassified Claims.
4. The rights of the Debtors to assert further objections to the Reclassified Claims, in whole or in part, and on any basis, are fully preserved.
5. This Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object to or defend on any basis are expressly reserved with respect to any claim referenced or identified in the Objection that is not listed on **Exhibit 1**.

6. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

7. The terms and conditions of this Order are effective immediately upon entry.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

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HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Reclassified Claims**

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
1.	6 SIGMA CONSTRUCTION	9318	Sears Holdings Corporation	\$12,114.06	\$12,114.06	The Claim does not relate to the receipt of "goods".
2.	6 Sigma Construction, LLC	9347	Sears Holdings Corporation	\$3,808.99	\$3,808.99	The Claim does not relate to the receipt of "goods".
3.	6 Sigma Construction, LLC	9363	Sears Holdings Corporation	\$5,976.67	\$5,976.67	The Claim does not relate to the receipt of "goods".
4.	6 Sigma Construction, LLC	9420	Sears Holdings Corporation	\$4,802.25	\$4,802.25	The Claim does not relate to the receipt of "goods".
5.	6 Sigma Construction, LLC	9519	Sears Holdings Corporation	\$6,655.88	\$6,655.88	The Claim does not relate to the receipt of "goods".
6.	6 Sigma Construction, LLC	9524	Sears Holdings Corporation	\$44,774.10	\$44,774.10	The Claim does not relate to the receipt of "goods".
7.	6 Sigma Construction, LLC	9641	Sears Holdings Corporation	\$13,023.69	\$13,023.69	The Claim does not relate to the receipt of "goods".
8.	6 Sigma Construction, LLC	9645	Sears Holdings Corporation	\$4,418.25	\$4,418.25	The Claim does not relate to the receipt of "goods".
9.	6 Sigma Construction, LLC	9647	Sears Holdings Corporation	\$8,566.71	\$8,566.71	The Claim does not relate to the receipt of "goods".
10.	6 Sigma Construction, LLC	9663	Sears Holdings Corporation	\$4,615.97	\$4,615.97	The Claim does not relate to the receipt of "goods".
11.	6 Sigma Construction, LLC	9664	Sears Holdings Corporation	\$3,598.20	\$3,598.20	The Claim does not relate to the receipt of "goods".
12.	6 Sigma Construction, LLC	9665	Sears Holdings Corporation	\$6,506.70	\$6,506.70	The Claim does not relate to the receipt of "goods".
13.	6 Sigma Construction, LLC	9666	Sears Holdings Corporation	\$7,467.31	\$7,467.31	The Claim does not relate to the receipt of "goods".
14.	6 Sigma Construction, LLC	9676	Sears Holdings Corporation	\$128,396.08	\$128,396.08	The Claim does not relate to the receipt of "goods".
15.	AAON, Inc.	4567	Sears Holdings Corporation	\$194,966.00	\$194,966.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
16.	Adams, Patricia	9124	Sears Holdings Corporation	\$4,500.00	\$4,500.00	The Claim does not relate to the receipt of "goods".
17.	AHS Staffing, LLC (formerly PharmStat, LLC)	1227	Sears Holdings Management Corporation	\$5,621.16	\$5,621.16	The Claim does not relate to the receipt of "goods".
18.	Aikins, Scott Richard	7099	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
19.	ALEXANDER, FELICIA	10570	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
20.	AWADA, ABESS	12930	Sears Holdings Corporation	\$5,500.00	\$5,500.00	The Claim does not relate to the receipt of "goods".

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.

**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
21.	Barnes, Horace	6795	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
22.	Barnes, Horace	8062	Sears Holdings Corporation	\$4,000.00	\$4,000.00	The Claim does not relate to the receipt of "goods".
23.	Basic Research	5741	Sears Holdings Corporation	\$10,404.00	\$10,404.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
24.	Bauer, Joseph	7736	Sears, Roebuck and Co.	\$1,112.00	\$1,112.00	The Claim does not relate to the receipt of "goods".
25.	Benitez Hermanos, Inc.	1688	Sears Holdings Corporation	\$625,555.18	\$625,555.18	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
26.	BIRD, ARTHUR & DORIS	16819	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
27.	Calamp Wireless Networks Corporation	7876	Sears, Roebuck and Co.	\$148,476.19	\$148,476.19	The Claim does not relate to the receipt of "goods".
28.	CARILUS, PIERRE	10913	Sears Protection Company (Florida), L.L.C.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
29.	CARLSON PET PRODUCTS	8914	Sears Holdings Corporation	\$610.00	\$610.00	The Claim does not relate to goods received "by the Debtors".
30.	Cintas Corporation	6220	Sears Holdings Corporation	\$4,630.92	\$4,630.92	The Claim does not relate to the receipt of "goods".
31.	City of Allen, TX - Utility Dept	9882	Sears Holdings Corporation	\$451.06	\$451.06	The Claim does not relate to the receipt of "goods".
32.	City of Orange	9253	Sears Holdings Corporation	\$1,951.31	\$1,951.31	The Claim does not relate to the receipt of "goods".
33.	City of Statesville	7109	Sears Holdings Corporation	\$14,983.17	\$14,983.17	The Claim does not relate to the receipt of "goods".
34.	Commercial Solutions, Inc., dba Uncle Sam's Glass & Door	5106	Sears Holdings Corporation	\$73,089.09	\$73,089.09	The Claim does not relate to the receipt of "goods".
35.	Coorun Limited	12433	Sears Holdings Corporation	\$13,087.83	\$13,087.83	The Claim does not relate to goods received "by the Debtors".
36.	CORDELL, DALE	14952	Sears Holdings Corporation	\$12,065.25	\$12,065.25	The Claim does not relate to the receipt of "goods".
37.	Crawford, Coy	12341	Sears, Roebuck and Co.	\$2,000.00	\$2,000.00	The Claim does not relate to the receipt of "goods".
38.	DAVCO MECHANICAL SERVICES LLC	8028	Sears, Roebuck and Co.	\$9,209.16	\$9,209.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
39.	Delta Packaging, Inc.	8564	Sears Holdings Corporation	\$10,088.88	\$10,088.88	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

\* The Debtors' hereby reserve the right to object in the future to any of the Claims listed in this Schedule on any ground, and to amend, modify, or supplement the Objection and this Schedule, as applicable.



**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
40.	Delta Packaging, Inc.	8658	Innovel Solutions, Inc.	\$1,485.16	\$1,485.16	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
41.	DEWITT & FLO HOLLINGSWORTH	16246	Sears Holdings Corporation	\$2,700.00	\$2,700.00	The Claim does not relate to the receipt of "goods".
42.	EULER HERMES N.A as Agent for KSH BRAND LLC	10466	Kmart Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
43.	EULER HERMES N.A. as Agent for KSH BRAND LLC	10521	Kmart Holding Corporation	\$364.75	\$364.75	The Claim does not relate to goods received "by the Debtors".
44.	FH Group	1475	Sears, Roebuck and Co.	\$2,607.68	\$2,607.68	The Claim does not relate to goods received "by the Debtors".
45.	Foster, Paula & Kenneth	12037	Sears Holdings Corporation	\$7,519.00	\$7,519.00	The Claim does not relate to the receipt of "goods".
46.	Fox, Viola	6273	Sears Holdings Corporation	\$105.47	\$105.47	The Claim does not relate to the receipt of "goods".
47.	Gazda, Carol	16764	Sears Home Improvement Products, Inc.	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
48.	Goode, Diahann A	14736	Sears Home Improvement Products, Inc.	\$7,213.26	\$7,213.26	The Claim does not relate to the receipt of "goods".
49.	Goplus Corp	1795	Sears Holdings Corporation	\$656,431.40	\$656,431.40	The Claim does not relate to goods received "by the Debtors".
50.	Graddy, Harold & Mary	12758	Sears Holdings Corporation	\$200.00	\$200.00	The Claim does not relate to the receipt of "goods".
51.	Grogg, Norma	12555	Sears Brands, L.L.C.	\$709.65	\$709.65	The Claim does not relate to the receipt of "goods".
52.	Hastings Utilities NE	10212	Kmart Corporation	\$2,089.80	\$2,089.80	The Claim does not relate to the receipt of "goods".
53.	HENDERSON, CAROL ANN	18306	Sears Home Improvement Products, Inc.	\$16,186.00	\$16,186.00	The Claim does not relate to the receipt of "goods".
54.	Hetmeyer, Elijah	11365	Sears Holdings Corporation	\$1,451.82	\$1,451.82	The Claim does not relate to the receipt of "goods".
55.	Hunt & Sons	7955	California Builder Appliances, Inc.	\$9,568.76	\$9,568.76	The Claim does not relate to the receipt of "goods".
56.	HUNTER, LYNN	11728	Kmart Holding Corporation	\$358.00	\$358.00	The Claim does not relate to the receipt of "goods".
57.	Industrias De Moveis Rotta Ltda	2686	Sears, Roebuck de Puerto Rico, Inc.	\$108,315.07	\$108,315.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
58.	Ingenico Inc.	18689	Sears Holdings Management Corporation	\$9,742.50	\$9,742.50	The Claim does not relate to the receipt of "goods".
59.	Inna Maze	15903	Sears Holdings Corporation	\$1,232.00	\$1,232.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
60.	INTEGRATED SERVICE MGT LLC	10449	Sears Holdings Corporation	\$201,153.81	\$201,153.81	The Claim does not relate to the receipt of "goods".
61.	Jabtec, LLC	5200	Sears Holdings Corporation	\$8,302.50	\$8,302.50	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
62.	JET COLLECTION CORP.	462	Sears Holdings Corporation	\$592,276.78	\$592,276.78	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
63.	Joiner, Candis	6984	Sears Holdings Corporation	\$15.00	\$15.00	The Claim does not relate to the receipt of "goods".
64.	JS-Fantasy, Inc.	876	Sears Holdings Corporation	\$251,585.91	\$251,585.91	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
65.	Juan, Angeles	13155	Sears, Roebuck and Co.	\$800.00	\$800.00	The Claim does not relate to the receipt of "goods".
66.	KC Tool, LLC	2962	Sears Holdings Corporation	\$864.48	\$864.48	The Claim does not relate to goods received "by the Debtors".
67.	Kingswell, Inc.	10816	Sears Holdings Corporation	\$1,208.40	\$1,208.40	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
68.	KTM Ventures LLC dba USAetail	2968	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
69.	KTM Ventures LLC dba USAetail	10568	Sears Holdings Corporation	\$2,599.04	\$2,599.04	The Claim does not relate to goods received "by the Debtors".
70.	Kulzer Limited	12432	Sears Holdings Corporation	\$47,512.95	\$47,512.95	The Claim does not relate to goods received "by the Debtors".
71.	L&K PARTNERS INC.	14034	Sears Holdings Management Corporation	\$104,697.78	\$104,697.78	The Claim does not relate to the receipt of "goods".
72.	La Ornamental & Rack Corp	11137	Sears Holdings Management Corporation	\$2,966.67	\$2,966.67	The Claim does not relate to goods received "by the Debtors".
73.	LDC ENTERPRISE INC. LTD.	12819	Sears Holdings Corporation	\$52,653.72	\$52,653.72	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
74.	LOPEZ, JESSE	7114	Sears Holdings Corporation	\$1,125.00	\$1,125.00	The Claim does not relate to the receipt of "goods".
75.	Lucinbill, Inc.	2127	Sears Holdings Management Corporation	\$525.00	\$525.00	The Claim does not relate to the receipt of "goods".
76.	MARRO, GREG	18360	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
77.	Martinez Cabrera, Juan	7599	Sears Holdings Corporation	\$2,322.00	\$2,322.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
78.	MAURICIO PLUMBING SERVICES	18643	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
79.	MCCOY, JACKIE	15847	Sears Home Improvement Products, Inc.	\$1,116.00	\$1,116.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
80.	McKently Malak Architects, Inc.	5100	Sears Holdings Corporation	\$23,562.29	\$23,562.29	The Claim does not relate to the receipt of "goods".
81.	McNaughton, Kevin	10443	Sears Holdings Corporation	\$700.00	\$700.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
82.	Mei-Yip, Cindy	15431	Sears Holdings Corporation	\$475.00	\$475.00	The Claim does not relate to the receipt of "goods".
83.	Membrila, Tomas	1460	Sears Holdings Corporation	\$201.63	\$201.63	The Claim does not relate to the receipt of "goods".
84.	MICROSYSTEMS INC	12768	Sears Holdings Corporation	\$3,500.00	\$3,500.00	The Claim does not relate to the receipt of "goods".
85.	Mike Media Group Inc	1566	Sears Holdings Corporation	\$6,000.00	\$6,000.00	The Claim does not relate to the receipt of "goods".
86.	MIRJALILI, EBRAHIM	18184	Sears Holdings Corporation	\$4,162.38	\$4,162.38	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
87.	MITCHELL, SHAWNA	13674	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
88.	Moore, Arlene M	17020	Sears Home Improvement Products, Inc.	\$8,313.78	\$8,313.78	The Claim does not relate to the receipt of "goods".
89.	Morales, Betty	7626	Sears Holdings Corporation	\$2,100.00	\$2,100.00	The Claim does not relate to the receipt of "goods".
90.	MOROZ, NATALIE & GEORGE	14191	Sears Home Improvement Products, Inc.	\$22,421.76	\$22,421.76	The Claim does not relate to the receipt of "goods".
91.	Mount, Karen	10458	Sears Holdings Corporation	\$8,000.00	\$8,000.00	The Claim does not relate to the receipt of "goods".
92.	National Gas & Oil Cooperative	6396	Sears Holdings Corporation	\$125.83	\$125.83	The Claim does not relate to the receipt of "goods".
93.	National Subrogation Services LLC	9065	Sears Holdings Corporation	\$12,910.46	\$12,910.46	The Claim does not relate to the receipt of "goods".
94.	Nelson, Dayna Diane	11373	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
95.	New Dimensions	3923	Sears Holdings Corporation	\$720.28	\$720.28	The Claim does not relate to the receipt of "goods".
96.	Nichols Paper and Supply, Co.	8941	Sears Holdings Corporation	\$856.07	\$856.07	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
97.	Norwood, Starla	18698	Sears Holdings Corporation	\$7,400.00	\$7,400.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
98.	OAK BROOK MECHANICAL SERVICES, INC.	6139	Kmart Stores of Illinois LLC	\$596.00	\$596.00	The Claim does not relate to the receipt of "goods".
99.	OWENS III, JOHN WILLIAM	7100	Sears Holdings Corporation	\$250.00	\$250.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
100.	Pepperidge Farm, Incorporated	14464	Kmart Corporation	\$29,233.71	\$29,233.71	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
101.	PNE International LLC	4661	Sears Holdings Corporation	\$3,731.58	\$3,731.58	The Claim does not relate to the receipt of "goods".
102.	Pocahontas Star Herald	1494	Sears Holdings Corporation	\$1,650.00	\$1,650.00	The Claim does not relate to the receipt of "goods".
103.	PORTER, CLAYTON	14201	Sears Home Improvement Products, Inc.	\$8,634.56	\$8,634.56	The Claim does not relate to the receipt of "goods".
104.	PRAIRIE ELECTRIC COMPANY INC	3140	Sears Holdings Corporation	\$3,823.42	\$3,823.42	The Claim does not relate to the receipt of "goods".
105.	Prairie Electric Company Inc	10987	Sears Holdings Corporation	\$10,961.68	\$10,961.68	The Claim does not relate to the receipt of "goods".
106.	Premier Water Systems	7185	Sears Holdings Corporation	\$5,164.51	\$5,164.51	The Claim does not relate to goods received "by the Debtors".
107.	PUCELY, JOEL	7102	Sears Holdings Corporation	\$400.00	\$400.00	The Claim does not relate to the receipt of "goods".
108.	Qassis, Ureib	15874	Kmart Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
109.	QFS Quality for Sale	5272	Sears Holdings Corporation	\$89,297.76	\$89,297.76	The Claim does not relate to the receipt of "goods".
110.	Qualimax Marketing Inc	2321	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
111.	Qualimax Marketing Inc	19123	Sears Holdings Corporation	\$1,499.44	\$1,499.44	The Claim does not relate to goods received "by the Debtors".
112.	Ranscapes, Inc.	7732	Sears Holdings Corporation	\$5,550.04	\$5,550.04	The Claim does not relate to the receipt of "goods".
113.	Red Bull Distribution Company, Inc	11788	Sears Holdings Corporation	\$21,794.39	\$21,794.39	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
114.	REGIS ELECTRIC LLC	16323	Kmart Corporation	\$1,463.54	\$1,463.54	The Claim does not relate to the receipt of "goods".
115.	Residential Builders Association (RBA)	7564	California Builder Appliances, Inc.	\$8,500.00	\$8,500.00	The Claim does not relate to the receipt of "goods".
116.	ReviewTrackers Inc	477	Sears Holdings Corporation	\$2,128.31	\$2,128.31	The Claim does not relate to the receipt of "goods".
117.	Rhett PDX LLC	11539	Sears Holdings Corporation	\$2,751.39	\$2,751.39	The Claim does not relate to goods received "by the Debtors".
118.	Rodriguez Santos, Antonia	19030	Sears Holdings Corporation	\$15,725.00	\$15,725.00	The Claim does not relate to the receipt of "goods".
119.	RTH Mechanical Services, Inc	5634	Sears Holdings Corporation	\$730.00	\$730.00	The Claim does not relate to the receipt of "goods".

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**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
120.	Rubio, Mauricio	6969	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
121.	Rubio, Mauricio	9957	Sears Holdings Management Corporation	\$11,113.00	\$11,113.00	The Claim does not relate to the receipt of "goods".
122.	RUSH, ADRIENNE	12618	Sears Holdings Management Corporation	\$10,810.00	\$10,810.00	The Claim does not relate to the receipt of "goods".
123.	SABRINIS ROYAL TREATS LLC	18862	Kmart Corporation	\$8,290.00	\$8,290.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
124.	Sabrinis Treats	4586	Kmart Corporation	\$8,280.00	\$8,280.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
125.	Service 1 Electric	803	Sears Holdings Corporation	\$1,015.00	\$1,015.00	The Claim does not relate to the receipt of "goods".
126.	Shaifah Salahuddin	16579	Kmart Holding Corporation	Unliquidated	Unliquidated	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
127.	Shoezoo.com LLC	3917	Sears Holdings Corporation	\$7,804.73	\$7,804.73	The Claim does not relate to goods received "by the Debtors".
128.	Silver Springs Bottled Water Co	711	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
129.	SILVER SPRINGS BOTTLED WATER CO INC	10290	Sears Holdings Corporation	\$39,223.44	\$39,223.44	The Claim does not relate to goods received "by the Debtors".
130.	Simpson, Pat	19213	Sears Home Improvement Products, Inc.	\$5,000.00	\$5,000.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
131.	SK Jewel Inc.	13343	Sears Holdings Corporation	\$199.99	\$199.99	The Claim does not relate to goods received "by the Debtors".
132.	Small Engine and Mower Services, llc	4654	Sears Holdings Management Corporation	\$200.67	\$200.67	The Claim does not relate to the receipt of "goods".
133.	Smartek USA Inc	11018	Sears Holdings Corporation	\$512.97	\$512.97	The Claim does not relate to goods received "by the Debtors".
134.	SMITH, BENNY	13647	Sears Holdings Corporation	\$1,500.00	\$1,500.00	The Claim does not relate to the receipt of "goods".
135.	SMITH, SHIRLEY	10799	Sears Holdings Corporation	\$119.00	\$119.00	The Claim does not relate to the receipt of "goods".
136.	Sophias Style Boutique	12790	Sears Holdings Corporation	\$27,328.68	\$27,328.68	The Claim does not relate to goods received "by the Debtors".
137.	SOUTH WATER SIGNS	9060	Sears Holdings Corporation	\$20,640.00	\$20,640.00	The Claim does not relate to the receipt of "goods".
138.	STAR TRIBUNE MEDIA COMPANY LLC	9306	Sears Holdings Corporation	\$2,277.25	\$2,277.25	The Claim does not relate to the receipt of "goods".
139.	State Chemical Sales Company International, Inc.	7998	Sears, Roebuck de Puerto Rico, Inc.	\$1,244.27	\$1,244.27	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

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**Debtors' Fifth Omnibus Objection to Claims**  
**Exhibit 1 - Reclassified Claims**

**In re: Sears Holdings Corporation, et al.**  
**Case No. 18-23538 (RDD)**

Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
140.	STIPECHE, JUSTO	18912	Sears Protection Company	\$562.00	\$562.00	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
141.	Swanier, Ingrid S.	19379	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
142.	Swanier, Ingrid S.	19402	Sears Home Improvement Products, Inc.	\$11,818.96	\$11,818.96	The Claim provides no basis and no support for the asserted 503(b)(9) priority.
143.	TAYLOR, CORY	7093	Sears Holdings Corporation	\$500.00	\$500.00	The Claim does not relate to the receipt of "goods".
144.	Test Equipment Depot	5235	Sears Holdings Corporation	\$2,489.87	\$2,489.87	The Claim does not relate to goods received "by the Debtors".
145.	Thasku Joseph, Carmen Joseph, and Akimine Walter	19885	Sears Holdings Corporation	\$15,000,000.00	\$15,000,000.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
146.	The Best Deals For You LLC	2409	Sears Holdings Corporation	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
147.	THE BEST DEALS FOR YOU LLC	9634	Sears, Roebuck and Co.	\$5,712.27	\$5,712.27	The Claim does not relate to goods received "by the Debtors".
148.	THE CHAMBERLAIN GROUP, INC	13854	Sears Home & Business Franchises, Inc.	\$81,635.63	\$81,635.63	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
149.	The Deal Rack, LLC	357	Sears Holdings Corporation	\$4,781.49	\$4,781.49	The Claim does not relate to goods received "by the Debtors".
150.	The Rockies LLC	2	Sears Home Improvement Products, Inc.	\$1,970.75	\$1,970.75	The Claim does not relate to the receipt of "goods".
151.	Tomchak, Julie	6461	Sears Holdings Corporation	\$6,900.00	\$6,900.00	The Claim does not relate to goods received "by the Debtors".
152.	Tovar, Raquel	11757	Sears Holdings Corporation	\$127.00	\$127.00	The Claim does not relate to the receipt of "goods".
153.	Township of Moorestown, NJ	7918	Sears Holdings Corporation	\$974.00	\$974.00	The Claim does not relate to the receipt of "goods".
154.	TOY2U MANUFACTORY COMPANY LIMITED	15896	Sears, Roebuck and Co.	\$30,358.08	\$30,358.08	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
155.	Toynk Toys LLC	848	Sears Holdings Corporation	\$4,456.07	\$4,456.07	The Claim does not relate to goods received "by the Debtors".
156.	Traddictivas Limited	12481	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
157.	Traddictivas Limited	12493	Sears Holdings Corporation	\$81,121.44	\$81,121.44	The Claim does not relate to goods received "by the Debtors".
158.	Trapani, Susan	9670	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
159.	Tri Great International Ltd.	180	Sears, Roebuck and Co.	\$181,672.00	\$181,672.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.

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Schedule of 503(b)(9) Claims to be Reclassified*						
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified	Asserted Debtor	Asserted 503(b)(9) Priority	Amount Reclassified as General Unsecured Claim	Reason for Proposed Reclassification
160.	TRI GREAT INTERNATIONAL LTD.	288	Kmart Holding Corporation	\$26,352.00	\$26,352.00	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
161.	Tribune Publishing Company	16614	Sears, Roebuck and Co.	\$105,813.58	\$105,813.58	The Claim does not relate to the receipt of "goods".
162.	VACCARO, R	12110	Sears Home Improvement Products, Inc.	\$500.00	\$500.00	The Claim does not relate to goods received "by the Debtors".
163.	Valassis Direct Mail, Inc.	7961	Sears Holdings Management Corporation	\$11,687.36	\$11,687.36	The Claim relates to goods received by the Debtors outside the applicable 20-day window.
164.	Valdiva Perez, Leticia	8847	Sears, Roebuck and Co.	\$275,000.00	\$275,000.00	The Claim does not relate to goods received "by the Debtors".
165.	Vibes Media LLC	4312	Sears Holdings Management Corporation	\$183,729.33	\$183,729.33	The Claim does not relate to the receipt of "goods".
166.	Violet Limited	12639	Sears Holdings Corporation	\$10,985.21	\$10,985.21	The Claim does not relate to goods received "by the Debtors".
167.	W S C	15040	Sears Holdings Corporation	Unliquidated	Unliquidated	The Claim does not relate to the receipt of "goods".
168.	WAGABAZA, WILLIAM	11259	Sears Holdings Corporation	\$12,000.00	\$12,000.00	The Claim does not relate to goods received "by the Debtors".
169.	WATSON, VIRGINIA	12258	Sears Holdings Corporation	\$1,400.00	\$1,400.00	The Claim does not relate to the receipt of "goods".
170.	Whitebox Multi-Strategy Partners, LP as Transferee of CRG Financial LLC (As Assignee of Topet USA Inc.)	18127	Kmart Corporation	\$1,979.28	\$1,979.28	The Claim does not relate to goods received "by the Debtors".
171.	Whitebox Multi-Strategy Partners, LP as Transferee of PeopleShare LLC	4547	Sears Holdings Management Corporation	\$92,496.02	\$92,496.02	The Claim does not relate to the receipt of "goods".
172.	WILLISTON OBSERVER	13374	Sears Holdings Corporation	\$395.00	\$395.00	The Claim does not relate to the receipt of "goods".
173.	Wolfe, Jack Douglas	10255	Sears Holdings Corporation	\$9,647.35	\$9,647.35	The Claim does not relate to goods received "by the Debtors".
174.	ZOOMUSA	7972	Sears Holdings Corporation	\$17,661.99	\$17,661.99	The Claim does not relate to goods received "by the Debtors".

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